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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re) Chapter 11
)
SEARS HOLDINGS CORPORATION, <i>et al.</i> , ¹) Case No. 18-23538 (RDD)
)
Debtors.) (Jointly Administered)
)

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**FIRST JOINT MONTHLY FEE STATEMENT OF PAUL E. HARNER,
AS FEE EXAMINER AND BALLARD SPAHR LLP, AS COUNSEL TO
THE FEE EXAMINER, FOR COMPENSATION FOR PROFESSIONAL
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD FROM APRIL 22, 2019 THROUGH MAY 31, 2019²**

Summary Sheet

Name of Applicants:	Paul E. Harner, Fee Examiner Ballard Spahr LLP, Counsel to Fee Examiner
Authorized to Provide Professional Services to:	The Fee Examiner
Date of Retention:	Order entered April 22, 2019 [Dkt. No. 3307] Order entered May 22, 2019 [Dkt. No. 3985], <i>nunc pro tunc</i> to April 22, 2019
Period for Which Compensation and Reimbursement are Sought:	April 22, 2019 through and including May 31, 2019
Amount of Compensation Sought as Actual, Reasonable and Necessary:	Paul E. Harner, Fee Examiner: \$96,700.50 Ballard Spahr LLP: \$70,525.50 Total: \$167,226.00
80% of Compensation Sought as Actual, Reasonable and Necessary	Paul E. Harner, Fee Examiner: \$77,360.40 Ballard Spahr LLP: \$56,420.40 Total: \$133,780.80
100% of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	Paul E. Harner, Fee Examiner: \$456.25 Ballard Spahr LLP: \$711.00 Total: \$1,167.25

This is a X Monthly Interim Final Fee Application

² This statement includes fees and expenses incurred by or in behalf of the Fee Examiner during a brief period preceding his appointment. Such time and/or expenses were primarily related to the retention of the Fee Examiner and, therefore, benefit the estate

TIME SUMMARY FOR FEE EXAMINER

Timekeeper	Position	Year Admitted to Practice	Rate	Hours	Fees
Paul E. Harner	Partner	1988	\$1,305.00	74.1	\$96,700.50
Total				74.1	\$96,700.50

TIME SUMMARY FOR PROFESSIONALS AND PARAPROFESSIONALS

Timekeeper	Position	Year Admitted to Practice	Rate	Hours	Fees
Vincent J. Marriott, III	Partner	1982	\$985.00	12.3	\$12,115.50
Tobey M. Daluz	Partner	1990	\$895.00	10.3	\$9,218.50
Matthew G. Summers	Partner	2000	\$725.00	2.9	\$2,102.50
Laurel D. Roglen	Associate	2012	\$490.00	62.1	\$30,429.00
Chantelle D. McClamb	Associate	2011	\$445.00	8.8	\$3,916.00
Kyle Neitzel	Paralegal	N/A	\$350.00	17.0	\$5,950.00
Caroline P. Pollard	Paralegal	N/A	\$310.00	11.9	\$3,689.00
Christopher Lano	Paralegal	N/A	\$270.00	11.5	\$3,105.00
Total				136.8	\$70,525.50

COMPENSATION BY TASK CODE FOR SERVICES
RENDERED BY FEE EXAMINER

Project Category	Total Billed Hours	Total Fees Requested
Fee/Employment Applications	11.7	\$15,268.50
Fee/Employment Objections	62.4	\$81,432.00
Total	74.1	\$96,700.50

COMPENSATION BY TASK CODE FOR SERVICES
RENDERED BY PROFESSIONALS AND PARAPROFESSIONALS

Project Category	Total Billed Hours	Total Fees Requested
Fee/Employment Applications	42.1	\$23,008.50
Fee/Employment Objections	92.0	\$46,194.00
Non-Working Travel	2.7	\$1,323.00
Total	137.0	\$70,525.50

EXPENSE SUMMARY FOR FEE EXAMINER

Disbursements	Amount
Court conference appearance	\$0.25
Air/Rail Expense	\$268.00
Air/Rail Expense	\$188.00
Total	\$456.25

EXPENSE SUMMARY FOR PROFESSIONALS AND PARAPROFESSIONALS

Disbursements	Amount
Delivery service –Federal Express	\$316.92
L. Roglen Business Meals for hearing on Retention Application	\$33.00
L. Roglen – Train to/from NY for hearing on Retention Application	\$347.43
Filing Fees	\$13.65
Total	\$711.00

In accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No 796] (the “Compensation Order”), Paul E. Harner, as Fee Examiner (the “Fee Examiner”) and Ballard Spahr LLP (“Ballard Spahr”), counsel to the Fee Examiner, hereby submit this Joint Fee Monthly Statement for Compensation for Professional Services Rendered and Expenses Incurred (the “Monthly Statement”) for the period from April 22, 2019 through May 31, 2019 (the “Statement Period”). In support of the Monthly Statement, the Fee Examiner and Ballard Spahr respectfully represent as follows:

Relief Requested

1. The Fee Examiner and Ballard Spahr submit this Monthly Statement in accordance with the Compensation Order. All services for which the Fee Examiner and Ballard Spahr request compensation were performed by, or on behalf of, the Fee Examiner.

2. The Fee Examiner seeks compensation for professional services rendered and reimbursement of expenses incurred for the Statement Period in the amounts set forth below:

Total Fees	\$96,700.50
Total Expenses	\$456.25
Total Amount Sought	\$97,156.75

3. Ballard Spahr seeks compensation for professional services rendered and reimbursement of expenses incurred for the Statement Period in the amounts set forth below:

Total Fees	\$70,525.50
Total Expenses	\$711.00
Total Amount Sought	\$71,236.50

4. A detailed statement of hours spent by the Fee Examiner rendering services during the Statement Period is attached hereto as Exhibit A. A detailed statement of the hours spent by Ballard Spahr rendering legal services to the Fee Examiner during the Statement Period is attached hereto as Exhibit B. A detailed list of disbursements made by the Fee Examiner is attached hereto as Exhibit C. A detailed list of disbursements made by Ballard Spahr is attached hereto as Exhibit D.

5. Pursuant to the Compensation Order, the Fee Examiner seeks \$77,816.65 and Ballard Spahr seeks payment of \$57,168.20 for the Statement Period, for a total of 134,984.05, representing 80% of the total fees for services rendered and 100% of the total expenses incurred.

Notice and Objection Procedures

6. In accordance with the Compensation Order, notice of the Fee Statement has been served upon the following parties: Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179 (Attn: Rob Riecker, Luke Valentino, Esq.); Counsel for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153 (Attn: Ray C. Schrock, P.C., Esq., Jacqueline Marcus, Esq., Garrett A. Fail, Esq., and Sunny Singh, Esq.); the Office of the United States Trustee, 201 Varick Street, Suite 1006, New York, NY 10014 (Attn: Paul Schwartzberg, Esq., and Richard Morrissey, Esq.); Counsel for the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036 (Attn: Philip C. Dublin, Esq., Ira Dizengoff, Esq., and Sara Lynne Brauner, Esq.); Counsel for Bank of America, N.A., administrative agent under the First Lien Credit Facility and the DIP ABL Agent, Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036 (Attn: Paul D. Leake, Esq., Shana A. Elberg, Esq., and George R. Howard, Esq.), (collectively the “Notice Parties”).

7. Pursuant to the Compensation Order, objections to the Monthly Statement, if any, must be served upon the Notice Parties, the Fee Examiner and Ballard Spahr, no later than **July 26, 2019** (the “Objection Deadline”) setting forth the nature of the objection and the amount of fees or expenses at issue.

8. If no objection to the Monthly Statement is received by the Objection Deadline, the Debtors will pay to the Fee Examiner and Ballard Spahr the 80% of amounts of fees and 100% of the amounts of expenses identified in the Monthly Statement.

9. To the extent an objection to the Monthly Statement is received on or before the Objection Deadline, the Debtors will withhold payment of that portion of the Monthly Statement to which the objection is directed and promptly pay the remainder of the fees and expenses as set forth herein. To the extent such objection is not resolved, it shall be preserved and presented to the Court at the next interim or final fee application hearing to be heard by the Court.

Dated: July 11, 2019

/s/ Chantelle D. McClamb
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